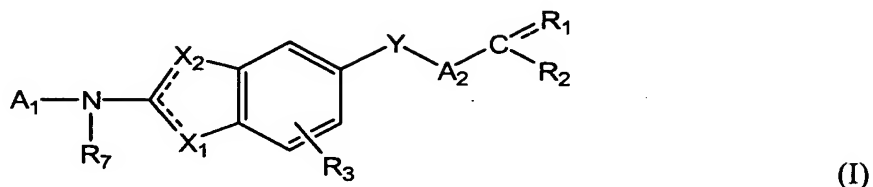


The embodiments of the invention in which an exclusive property or privilege is claimed are defined as follows:

1. A compound of the formula (I):



wherein,  $X_1$  and  $X_2$  are independently selected from  $=N-$ ,  $-NR_4-$ ,  $-O-$  or  $-S-$ , provided that if  $X_1$  is  $-NR_4-$ ,  $-O-$  or  $-S-$ , then  $X_2$  is  $=N-$ , or if  $X_2$  is  $-NR_4-$ ,  $-O-$  or  $-S-$ , then  $X_1$  is  $=N-$ , and both  $X_1$  and  $X_2$  are not  $=N-$ ;

$Y$  is  $O$  or  $S$ ;

$A_1$  is substituted or unsubstituted alkyl, cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, or heteroarylarylalkyl;

$A_2$  is substituted or unsubstituted heteroaryl;

$R_1$  is  $O$  or  $H$ , and  $R_2$  is  $NR_5$ ,  $R_6$  or hydroxyl; or  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

$R_3$  is hydrogen, halogen, loweralkyl, or loweralkoxy;

$R_4$  is hydrogen, hydroxyl, alkylamino, dialkylamino or alkyl;

$R_5$  and  $R_6$  are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or  $R_5$  and  $R_6$  are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; and

$R_7$  is loweralkyl;

or a pharmaceutically acceptable salt, ester or prodrug thereof.

2. A compound of Claim 1 wherein  $X$  is  $NR_4$ .
3. A compound of Claim 2 wherein  $R_4$  is hydrogen.

4. A compound of Claim 2 wherein  $R_4$  is methyl.
5. A compound of Claim 1 wherein Y is O.
6. A compound of Claim 1 wherein  $A_1$  is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, phenylalkyl, pyridylalkyl, pyrimidinylalkyl, heterocyclocarbonylphenyl, heterocyclophenyl, heterocycloalkylphenyl, chlorophenyl, fluorenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkylbenzoate, alkoxyphenyl, dialkoxyphenyl, dialkylphenyl, trialkylphenyl, thiophene, thiophene-2-carboxylate, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenyloxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl indenyl, 2,3-dihydroindenyl, tetralinyl, trifluorenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, morpholinyl, N-piperazinyl, N-morpholinylalkyl, piperazinylalkyl, cyclohexylalkyl, indolyl, 2,3-dihydroindolyl, 1-acetyl-2,3-dihydroindolyl, cycloheptyl, bicyclo[2.2.1]hept-2-yl, hydroxyphenyl, hydroxyalkylphenyl, pyrrolidinyl, pyrrolidin-1-yl, pyrrolidin-1-ylalkyl, 4-amino(imino)methylphenyl, isoxazolyl, indazolyl, adamantyl, bicyclohexyl, quinuclidinyl, imidazolyl, benzimidazolyl, imidazolylphenyl, phenylimidazolyl, phtalamido, naphthyl, benzophenone, aniliny, anisoly, quinolinyl, quinolinonyl, phenylsulfonyl, phenylalkylsulfonyl, 9H-flouren-1-yl, piperidin-1-yl, piperidin-1-ylalkyl, cyclopropyl, cyclopropylalkyl, pyrimidin-5-ylphenyl, quinolidinylphenyl, furanyl, furanylphenyl, N-methylpiperidin-4-yl, pyrrolidin-4-ylpyridinyl, 4-diazepan-1-yl, hydroxypyrrolidin-1-yl; dialkylaminopyrrolidin-1-yl, 1,4'-bipiperidin-1'-yl, and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.
7. A compound of Claim 1 wherein  $A_2$  is substituted or unsubstituted pyridyl.
8. A compound of Claim 1 wherein  $R_1$  is O and the dashed line represents a single or double bond.
9. A compound of Claim 1 wherein  $R_2$  is  $NR_5R_6$ ,  $R_5$  is hydrogen and  $R_6$  is selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl,

amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl.

10. A compound of Claim 1 wherein  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group.

11. A compound of Claim 1 wherein  $R_3$  is loweralkoxy.

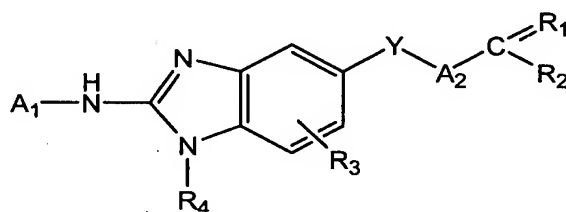
12. A compound of Claim 11 wherein  $R_3$  is methoxy.

13. A compound of Claim 1 wherein  $R_4$  is loweralkyl.

14. A compound of Claim 13 wherein  $R_4$  is methyl.

15. The compound of claim 1 wherein  $R_1$  is O,  $R_2$  is  $NR_5R_6$ ,  $R_5$  is H, and  $R_6$  is methyl.

16. A compound of the formula (II):



(II)

wherein Y is O or S;

$A_1$  is substituted or unsubstituted cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, heteroarylarylalkyl;

$A_2$  is substituted or unsubstituted heteroaryl;

$R_1$  is O and  $R_2$  is  $NR_5R_6$ ; or  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

$R_3$  is hydrogen, halogen, loweralkyl, or loweralkoxy;

$R_4$  is hydrogen or loweralkyl;

R<sub>5</sub> and R<sub>6</sub> are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or R<sub>5</sub> and R<sub>6</sub> are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; or

a pharmaceutically acceptable salt, ester or prodrug thereof.

17. A compound of Claim 16 wherein R<sub>4</sub> is hydrogen.

18. A compound of Claim 16 wherein R<sub>4</sub> is methyl.

19. A compound of Claim 16 wherein Y is O.

20. A compound of Claim 16 wherein A<sub>1</sub> is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, phenylalkyl, pyridylalkyl, pyrimidinylalkyl, heterocyclocarbonylphenyl, heterocyclophenyl, heterocycloalkylphenyl, chlorophenyl, fluorenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkylbenzoate, alkoxyphenyl, dialkoxyphenyl, dialkylphenyl, trialkylphenyl, thiophene, thiophene-2-carboxylate, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenyloxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl indenyl, 2,3-dihydroindenyl, tetralinyl, trifluorenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, morpholinyl, N-piperazinyl, N-morpholinylalkyl, piperazinylalkyl, cyclohexylalkyl, indolyl, 2,3-dihydroindolyl, 1-acetyl-2,3-dihydroindolyl, cycloheptyl, bicyclo[2.2.1]hept-2-yl, hydroxyphenyl, hydroxyalkylphenyl, pyrrolidinyl, pyrrolidin-1-yl, pyrrolidin-1-ylalkyl, 4-amino(imino)methylphenyl, isoxazolyl, indazolyl, adamantyl, bicyclohexyl, quinuclidinyl, imidazolyl, benzimidazolyl, imidazolylphenyl, phenylimidazolyl, phtalamido, naphthyl, benzophenone, aniliny, anisoly, quinolinyl, quinolinonyl, phenylsulfonyl, phenylalkylsulfonyl, 9H-fluorenyl, piperidin-1-yl, piperidin-1-ylalkyl, cyclopropyl, cyclopropylalkyl, pyrimidin-5-ylphenyl, quinolidinylphenyl, furanyl, furanylphenyl, N-methylpiperidin-4-yl, pyrrolidin-4-ylpyridinyl, 4-diazepan-1-yl,

hydroxypyrrolidin-1-yl, dialkylaminopyrrolidin-1-yl, 1,4'-bipiperidin-1'-yl, and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.

21. A compound of Claim 16 wherein  $A_2$  is substituted or unsubstituted pyridyl.

22. A compound of Claim 16 wherein  $R_1$  is O and the dashed line represents a single or double bond.

23. A compound of Claim 16 wherein  $R_2$  is  $NR_5R_6$ ,  $R_5$  is hydrogen and  $R_6$  is selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl.

24. A compound of Claim 16 wherein  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group.

25. A compound of claim 16 wherein  $R_1$  is O,  $R_2$  is  $NR_5R_6$ ,  $R_5$  is H, and  $R_6$  is methyl.

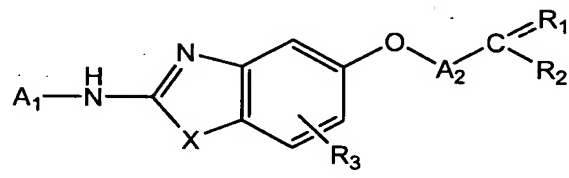
26. A compound of Claim 16 wherein  $R_3$  is loweralkoxy.

27. A compound of Claim 26 wherein  $R_3$  is methoxy.

28. A compound of Claim 16 wherein  $R_4$  is loweralkyl.

29. A compound of Claim 28 wherein  $R_4$  is methyl.

30. A compound of the formula (III):



wherein X is  $NR_4$ , O or S;

$A_1$  is substituted or unsubstituted cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl,

cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, heteroarylarylalkyl;

$A_2$  is substituted or unsubstituted heteroaryl;

$R_1$  is O and  $R_2$  is  $NR_5R_6$ ; or  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

$R_3$  is hydrogen, halogen, loweralkyl, or loweralkoxy;

$R_4$  is hydrogen or loweralkyl;

$R_5$  and  $R_6$  are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or  $R_5$  and  $R_6$  are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; or

a pharmaceutically acceptable salt, ester or prodrug thereof.

31. A compound of Claim 30 wherein X is  $NR_4$ .

32. A compound of Claim 31 wherein  $R_4$  is hydrogen.

33. A compound of Claim 30 wherein  $R_4$  is methyl.

34. A compound of Claim 30 wherein  $A_1$  is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, phenylalkyl, pyridylalkyl, pyrimidinylalkyl, heterocyclocarbonylphenyl, heterocyclophenyl, heterocycloalkylphenyl, chlorophenyl, fluorenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkylbenzoate, alkoxyphenyl, dialkoxyphenyl, dialkylphenyl, trialkylphenyl, thiophene, thiophene-2-carboxylate, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenyloxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl, indenyl, 2,3-dihydroindenyl, tetralinyl, trifluorenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, morpholinyl, N-piperazinyl, N-morpholinylalkyl, piperazinylalkyl, cyclohexylalkyl, indolyl, 2,3-dihydroindolyl, 1-acetyl-2,3-dihydroindolyl, cycloheptyl, bicyclo[2.2.1]hept-2-yl, hydroxyphenyl,

hydroxyalkylphenyl, pyrrolidinyl, pyrrolidin-1-yl, pyrrolidin-1-ylalkyl, 4-amino(imino)methylphenyl, isoxazolyl, indazolyl, adamantyl, bicyclohexyl, quinuclidinyl, imidazolyl, benzimidazolyl, imidazolylphenyl, phenylimidazolyl, phthalamido, naphthyl, benzophenone, anilinyl, anisolyl, quinolinyl, quinolinonyl, phenylsulfonyl, phenylalkylsulfonyl, 9H-flouren-1-yl, piperidin-1-yl, piperidin-1-ylalkyl, cyclopropyl, cyclopropylalkyl, pyrimidin-5-ylphenyl, quinolidinylphenyl, furanyl, furanylphenyl, N-methylpiperidin-4-yl, pyrrolidin-4-ylpyridinyl, 4-diazepan-1-yl, hydroxypyrrolidin-1-yl, dialkylaminopyrrolidin-1-yl, 1,4'-bipiperidin-1'-yl, and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.

35. A compound of Claim 30 wherein  $A_2$  is substituted or unsubstituted pyridyl.

36. A compound of Claim 30 wherein  $R_1$  is O and the dashed line represents a single or double bond.

37. A compound of Claim 30 wherein  $R_2$  is  $NR_5R_6$ ,  $R_5$  is hydrogen and  $R_6$  is selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl.

38. A compound of Claim 30 wherein  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group.

39. A compound of Claim 30 wherein  $R_3$  is loweralkoxy.

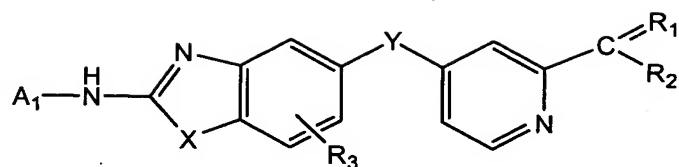
40. A compound of Claim 39 wherein  $R_3$  is methoxy.

41. A compound of Claim 30 wherein  $R_4$  is loweralkyl.

42. A compound of Claim 41 wherein  $R_4$  is methyl.

43. A compound of claim 30 wherein  $R_1$  is O,  $R_2$  is  $NR_5R_6$ ,  $R_5$  is H, and  $R_6$  is methyl.

44. A compound of the formula (IV):



(IV)

wherein X is NR<sub>4</sub>, O or S;

Y is O or S;

A<sub>1</sub> is substituted or unsubstituted cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, heteroarylarylalkyl;

R<sub>1</sub> is O and R<sub>2</sub> is NR<sub>5</sub> R<sub>6</sub>; or R<sub>1</sub> is taken together with R<sub>2</sub> to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

R<sub>3</sub> is hydrogen, halogen, loweralkyl, or loweralkoxy;

R<sub>4</sub> is hydrogen or loweralkyl;

R<sub>5</sub> and R<sub>6</sub> are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or R<sub>5</sub> and R<sub>6</sub> are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; or

a pharmaceutically acceptable salt, ester or prodrug thereof.

45. A compound of Claim 44 wherein X is NR<sub>4</sub>.
46. A compound of Claim 45 wherein R<sub>4</sub> is hydrogen.
47. A compound of Claim 45 wherein R<sub>4</sub> is methyl.
48. A compound of Claim 44 wherein Y is O.
49. A compound of Claim 44 wherein A<sub>1</sub> is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, phenylalkyl, pyridylalkyl, pyrimidinylalkyl, heterocyclocarbonylphenyl, heterocyclophenyl, heterocycloalkylphenyl, chlorophenyl, fluorenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkylbenzoate, alkoxyphenyl,



dialkoxyphenyl, dialkylphenyl, trialkylphenyl, thiophene, thiophene-2-carboxylate, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenyloxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorophenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl indenyl, 2,3-dihydroindenyl, tetralinyl, trifluorophenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, morpholinyl, N-piperazinyl, N-morpholinylalkyl, piperazinylalkyl, cyclohexylalkyl, indolyl, 2,3-dihydroindolyl, 1-acetyl-2,3-dihydroindolyl, cycloheptyl, bicyclo[2.2.1]hept-2-yl, hydroxyphenyl, hydroxyalkylphenyl, pyrrolidinyl, pyrrolidin-1-yl, pyrrolidin-1-ylalkyl, 4-amino(imino)methylphenyl, isoxazolyl, indazolyl, adamantyl, bicyclohexyl, quinuclidinyl, imidazolyl, benzimidazolyl, imidazolylphenyl, phenylimidazolyl, phthalamido, naphthyl, benzophenone, aniliny, anisolyl, quinolinyl, quinolinonyl, phenylsulfonyl, phenylalkylsulfonyl, 9H-fluorene-1-yl, piperidin-1-yl, piperidin-1-ylalkyl, cyclopropyl, cyclopropylalkyl, pyrimidin-5-ylphenyl, quinolidinylphenyl, furanyl, furanylphenyl, N-methylpiperidin-4-yl, pyrrolidin-4-ylpyridinyl, 4-diazepan-1-yl, hydroxypyrrolidin-1-yl, dialkylaminopyrrolidin-1-yl, 1,4'-bipiperidin-1'-yl, and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.

50. A compound of Claim 44 wherein  $R_1$  is O and the dashed line represents a single or double bond.

51. A compound of Claim 44 wherein  $R_2$  is  $NR_5R_6$ ,  $R_5$  is hydrogen and  $R_6$  is selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkoxyalkylheterocyclo, and heteroarylalkyl.

52. A compound of Claim 44 wherein  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group.

53. A compound of Claim 44 wherein  $R_3$  is loweralkoxy.

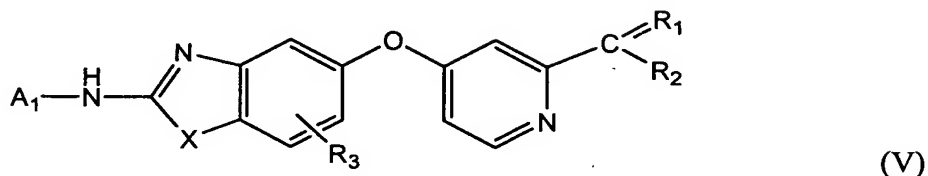
54. A compound of Claim 53 wherein  $R_3$  is methoxy.

55. A compound of Claim 44 wherein  $R_4$  is loweralkyl.

56. A compound of Claim 55 wherein  $R_4$  is methyl.

57. A compound of claim 44 wherein  $R_1$  is O,  $R_2$  is  $NR_5R_6$ ,  $R_5$  is H, and  $R_6$  is methyl.

58. A compound of the formula (V):



wherein  $X$  is  $NR_4$ , O or S;

$A_1$  is substituted or unsubstituted cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, heteroarylarylalkyl;

$R_1$  is O and  $R_2$  is  $NR_5R_6$ ; or  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

$R_3$  is hydrogen, halogen, loweralkyl, or loweralkoxy;

$R_4$  is hydrogen or loweralkyl;

$R_5$  and  $R_6$  are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or  $R_5$  and  $R_6$  are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; or

a pharmaceutically acceptable salt, ester or prodrug thereof.

59. A compound of Claim 58 wherein  $X$  is  $NR_4$ .

60. A compound of Claim 59 wherein  $R_4$  is hydrogen.

61. A compound of Claim 59 wherein  $R_4$  is methyl.

62. A compound of Claim 58 wherein  $A_1$  is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, phenylalkyl, pyridylalkyl, pyrimidinylalkyl, heterocyclocarbonylphenyl, heterocyclophenyl,

heterocycloalkylphenyl, chlorophenyl, fluorenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkylbenzoate, alkoxyphenyl, dialkoxyphenyl, dialkylphenyl, trialkylphenyl, thiophene, thiophene-2-carboxylate, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenoxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl indenyl, 2,3-dihydroindenyl, tetralinyl, trifluorenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, morpholinyl, N-piperazinyl, N-morpholinylalkyl, piperazinylalkyl, cyclohexylalkyl, indolyl, 2,3-dihydroindolyl, 1-acetyl-2,3-dihydroindolyl, cycloheptyl, bicyclo[2.2.1]hept-2-yl, hydroxyphenyl, hydroxyalkylphenyl, pyrrolidinyl, pyrrolidin-1-yl, pyrrolidin-1-ylalkyl, 4-amino(imino)methylphenyl, isoxazolyl, indazolyl, adamantyl, bicyclohexyl, quinuclidinyl, imidazolyl, benzimidazolyl, imidazolylphenyl, phenylimidazolyl, phthalimido, naphthyl, benzophenone, aniliny, anisoly, quinolinyl, quinolinonyl, phenylsulfonyl, phenylalkylsulfonyl, 9H-fluorenyl, piperidin-1-yl, piperidin-1-ylalkyl, cyclopropyl, cyclopropylalkyl, pyrimidin-5-ylphenyl, quinolidinylphenyl, furanyl, furanylphenyl, N-methylpiperidin-4-yl, pyrrolidin-4-ylpyridinyl, 4-diazepan-1-yl, hydroxypyrrolidin-1-yl, dialkylaminopyrrolidin-1-yl, 1,4'-bipiperidin-1'-yl, and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.

63. A compound of Claim 58 wherein  $R_1$  is O and the dashed line represents a single or double bond.

64. A compound of Claim 58 wherein  $R_2$  is  $NR_5R_6$ ,  $R_5$  is hydrogen and  $R_6$  is selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkoxyalkylheterocyclo, and heteroarylalkyl.

65. A compound of Claim 58 wherein  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group.

66. A compound of Claim 58 wherein  $R_3$  is loweralkoxy.

67. A compound of Claim 66 wherein  $R_3$  is methoxy.

68. A compound of Claim 58 wherein  $R_4$  is loweralkyl.
69. A compound of Claim 68 wherein  $R_4$  is methyl.
70. A compound of claim 58 wherein  $R_1$  is O,  $R_2$  is  $NR_5R_6$ ,  $R_5$  is H, and  $R_6$  is methyl.
71. A composition comprising an amount of a compound of claims 1, 16, 30, 44, or 58 effective to inhibit Raf activity in a human or animal subject when administered thereto, together with a pharmaceutically acceptable carrier.
72. A composition of Claim 71 which further comprises at least one additional agent for the treatment of cancer.
73. A composition of Claim 72 in which the at least one additional agent for the treatment of cancer is selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.
74. A method of inhibiting Raf kinase activity in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of claims 1, 16, 30, 44 or 58 effective to inhibit Raf kinase activity in the human or animal subject.
75. A method for treating a cancer disorder in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of claims 1, 16, 30, 44 or 58 effective to inhibit Raf kinase activity in the human or animal subject.
76. A method of claim 75 which further comprises administering to the human or animal subject at least one additional agent for the treatment of cancer.
77. A method of claim 76 in which the at least one additional agent for the treatment of cancer is selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.

78. A method for treating a hormone dependent cancer disorder in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of claims 1, 16, 30, 44 or 58 effective to inhibit Raf kinase activity in the human or animal subject.

79. A method of claim 78 wherein the hormone dependent cancer is breast cancer or prostate cancer.

80. A method of claim 78 which further comprises administering to the human or animal subject at least one additional agent for the treatment of cancer.

81. A method of claim 80 in which the at least one additional agent for the treatment of cancer is selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.

82. A method for treating a hematological cancer disorder in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of claims 1, 16, 30, 44 or 58 effective to inhibit Raf kinase activity in the human or animal subject.

83. A method of claim 82 which further comprises administering to the human or animal subject at least one additional agent for the treatment of cancer.

84. A method of claim 83 in which the at least one additional agent for the treatment of cancer is selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.

85. A compound of claims 1, 16, 30, 44 or 58 for use in the treatment of cancer.

86. Use of a compound of claims 1, 16, 30, 44 or 58 in the manufacture of a medicament for the treatment of cancer.